

SULLIVAN JOHN J  
Form 4  
September 16, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SULLIVAN JOHN J

2. Issuer Name and Ticker or Trading Symbol  
CHARMING SHOPPES INC  
[CHRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
450 WINKS LANE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/12/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP - Controller

BENSALEM, PA 19020

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price   |        |   |
| Common Stock                    | 09/12/2008                           |  | M                              |   | 8,400   | A  | \$ 3.9375   | 81,401 | D |
| Common Stock                    | 09/12/2008                           |  | S                              |   | 8,400   | D  | \$ 5.41 (1)   | 73,001 | D |
| Common Stock                    | 09/15/2008                           |  | M                              |   | 5,600   | A  | \$ 3.9375   | 78,601 | D |
| Common Stock                    | 09/15/2008                           |  | S                              |   | 5,600   | D  | \$ 5.32 (2)   | 73,001 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy)  | \$ 3.9375  | 09/12/2008                           |  | M                              | 8,400   | 10/26/1999 <sup>(3)</sup> 10/26/2008                     | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 3.9375  | 09/15/2008                           |  | M                              | 5,600   | 10/26/1999 <sup>(3)</sup> 10/26/2008                     | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| SULLIVAN JOHN J<br>450 WINKS LANE<br>BENSALEM, PA 19020 |               |           | SVP - Controller |       |

## Signatures

JOHN J  
SULLIVAN 09/12/2008

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This is a weighted average price. Prices range from a low of \$5.40 to a high of \$5.46.
- (2) This is a weighted average price. Prices range from a low of \$5.30 to a high of \$5.40.
- (3) Option became exercisable for 20% of the underlying shares annually, beginning on the date indicated.

## Edgar Filing: SULLIVAN JOHN J - Form 4

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